

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

AFFIDAVIT OF SERVICE

I, Eladio Perez, depose and say that I am employed by Kroll Restructuring Administration LLC (“***Kroll***”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On January 7, 2025, at my direction and under my supervision, employees of Kroll caused the following documents to be served by the method set forth on the Core/2002 Service List attached hereto as **Exhibit A**:

- Order (I) Authorizing the Retention and Employment of Ernst & Young LLP as Tax, Accounting and Valuation Services Provider Effective as of November 3, 2024, and (II) Granting Related Relier [Docket No. 669]
- Order Authorizing the Retention and Employment of Deloitte & Touche LLP as Independent Auditor Effective as of the Petition Date [Docket No. 670]

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Dated: January 14, 2025

/s/ Eladio Perez
Eladio Perez

State of New York
County of New York

Subscribed and sworn (or affirmed) to me on January 14, 2025, by Eladio Perez, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ OLEG BITMAN

Notary Public, State of New York
No. 01BI6339574
Qualified in New York County
Commission Expires April 4, 2028

Exhibit A

Exhibit A
Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	Attn: Leslie C. Heilman, Laurel D. Roglen, Margaret A. Vesper 919 North Market Street 11th Floor Wilmington DE 19801	heilmanl@ballardspahr.com roglenl@ballardspahr.com vesperm@ballardspahr.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Kevin M. Newman Barclay Damon Tower 125 East Jefferson Street Syracuse NY 13202	knewman@barclaydamon.com	Email
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Counsel to Babson Macedonia Partners, LLC, TM2, LLC, The ChildSmiles Group, LLC a/k/a Abra Health	Benesch Friedlander Coplan & Aronoff LLP	Attn: Kevin M. Capuzzi, Juan E. Martinez, Jennifer R. Hoover 1313 North Market Street, Suite 1201 Wilmington DE 19801-6101	kcapuzzi@beneschlaw.com jmartinez@beneschlaw.com jhoover@beneschlaw.com	Email
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Exhibit A
Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to the Prophecy Settlement-related Liquidating Trust 2022-23	Cozen O'Connor	Attn: Marla S. Benedek, Kaan Ekiner 1201 N. Market Street Suite 1001 Wilmington DE 19801	mbenedek@cozen.com kekiner@cozen.com	Email
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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IRS Insolvency Section	Internal Revenue Service	Centralized Insolvency Operation P.O. Box 7346 Philadelphia PA 19101-7346		First Class Mail
Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curblin Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp.	Kelley Drye & Warren LLP	Attn: Robert L. LeHane, Jennifer D. Raviele, Allison Selick 3 World Trade Center 175 Greenwich Street New York NY 10007	KDWBankruptcyDepartment@kelleydrye.com rlehane@kelleydrye.com jraviele@kelleydrye.com aselick@kelleydrye.com	Email
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Counsel to Frontier Bel Air LLC, Frontier Dania LLC, Frontier Osceola LLC, Frontier Dover LLC, Frontier Kissimmee LLC	Kerrick Bachert PSC	Attn: Scott A. Bachert 1411 Scottsville Road P. O. Box 9547 Bowling Green KY 42102-9547		First Class Mail
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Latham & Watkins LLP	Attn: James Kstanes, Timothy Beau Parker 330 N Wabash Avenue Suite 2800 Chicago IL 60611 Canada	james.kstanes@lw.com beau.parker@lw.com	Email
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Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curblin Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp.	Law Office of Susan E. Kaufman	Attn: Susan E. Kaufan 919 N. Market Street, Suite 460 Wilmington DE 19801	skaufman@skaufmanlaw.com	Email
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Counsel to Bexar County, City of El Paso	Linebarger Goggan Blair & Sampson, LLP	Attn: Don Stecker 112 E. Pecan Street, Suite 2200 San Antonio TX 78205	sanantonio.bankruptcy@lgbs.com	Email
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to Rockfirm, LLC	Offit Kurman, PA	Attn: Brian J. McLaughlin 222 Delaware Avenue Suite 1105 Wilmington DE 19801	Brian.McLaughlin@offitkurman.com	Email
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Counsel to the Official Committee of Unsecured Creditors	Pachulski Stang Ziehl & Jones LLP	Attn: Robert J. Feinstein, Alan J. Kornfeld, Theodore S. Heckel 780 Third Avenue, 34th Floor New York NY 10017	rfeinstein@pszjlaw.com akornfeld@pszjlaw.com theckel@pszjlaw.com	Email
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass, and Former Stockholders	Pashman Stein Walder Hayden, PC	Attn: Joseph C. Barsalona II 824 North Market Street Suite 800 Wilmington DE 19801	jbarsalona@pashmanstein.com	Email
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Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Paul Hastings LLP	Attn: Nicholas A. Bassett 2050 M Street NW Washington DC 20036	nicholasbassett@paulhastings.com	Email
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Counsel to Lubbock Central Appraisal District Midland County	Perdue, Brandon, Fielder, Collins & Mott, L.L.P	Attn: Laura J. Monroe PO Box 817 Lubbock TX 79408	lmbkr@pbfc.com	Email
Counsel to Kerrville Independent School District, Copperas Cove Independent School District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P	Attn: Sergio E. Garcia 3301 Northland Drive Suite 505 Austin TX 78731	sgarcia@pbfc.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Exhibit A
Core/2002 Service List
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